

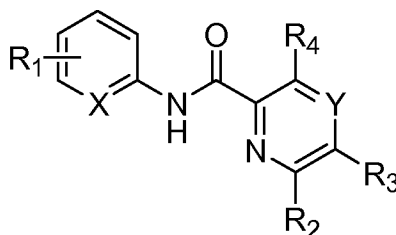
## **AMENDMENTS TO THE CLAIMS**

Please cancel Claims 20-34 without prejudice and insert therefore new Claims 35-49. This listing of claims will replace all prior versions, and listings, of claims in the application.

### **Listing of Claims:**

Claims 1-34 (canceled)

35. (New) A compound of the Formula (I):



wherein:

X is -N-, or -C-;

Y is -N-;

R<sub>1</sub> is selected from:

- 1) hydrogen,
- 2) C<sub>1-10</sub>alkyl,
- 3) C<sub>2-10</sub>alkenyl,
- 4) C<sub>2-10</sub>alkynyl
- 5) C<sub>3-10</sub>cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR<sup>d</sup>Re,
- 10) -CO<sub>2</sub>R<sup>d</sup>,
- 11) -OR<sup>d</sup>,
- 12) -CN, and

13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R<sup>a</sup>, and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R<sup>b</sup>;

R<sub>2</sub> is selected from:

- 1) hydrogen,
- 2) C<sub>1-10</sub>alkyl,
- 3) C<sub>2-10</sub>alkenyl,
- 4) C<sub>2-10</sub>alkynyl,
- 5) C<sub>3-10</sub>cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) -CN,
- 9) halogen,
- 10) -OR<sup>d</sup>, and
- 11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R<sup>b</sup>;

R<sub>3</sub> is selected from:

- 1) aryl,
- 2) -NR<sup>d</sup>Re,
- 3) halogen,
- 4) C<sub>1-10</sub>alkyl,
- 5) -OR<sup>d</sup>,
- 6) hydrogen, and
- 7) -SR<sup>d</sup>,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R<sup>a</sup>, with the proviso that at least one of R<sub>2</sub> and R<sub>3</sub> is other than hydrogen;

R<sub>4</sub> is selected from:

- 1) aryl,
- 2) heteroaryl,
- 3) -NR<sup>d</sup>Re,

- 4) halogen,
- 5)  $-OR^d$ ,
- 6) hydrogen, and
- 7)  $SR^d$ ;

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from  $R^b$ ;

$R^a$  is selected from:

- 1) hydrogen,
- 2)  $-OR^d$ ,
- 3)  $-NO_2$ ,
- 4) halogen,
- 5)  $-S(O)_mR^d$ ,
- 6)  $-SR^d$ ,
- 7)  $-S(O)_mNR^dR^e$ ,
- 8)  $-NR^dR^e$ ,
- 9)  $-C(O)R^d$ ,
- 10)  $-CO_2R^d$ ,
- 11)  $-OC(O)R^d$ ,
- 12)  $-CN$ ,
- 13)  $-SiR^cR^dR^e$ ,
- 14)  $-C(O)NR^dR^e$ ,
- 15)  $-NR^dC(O)R^e$ ,
- 16)  $-OC(O)NR^dR^e$ ,
- 17)  $-NR^dC(O)OR^e$ ,
- 18)  $-NR^dC(O)NR^dR^e$ ,
- 19)  $-CR^d(N-OR^e)$ ,
- 20)  $CF_3$ , and
- 21)  $-OCF_3$ ;

$R^b$  is selected from:

- 1)  $R^a$ ,
- 2)  $C_{1-10}$  alkyl,
- 3)  $C_{2-10}$  alkenyl,
- 4)  $C_{2-10}$  alkynyl,

- 5) C<sub>3-10</sub>cycloalkyl,
- 6) heterocyclyl,
- 7) aryl, and
- 8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R<sup>C</sup>;

R<sup>C</sup> is selected from:

- 1) halogen,
- 2) amino,
- 3) carboxy,
- 4) cyano,
- 5) C<sub>1-4</sub>alkyl,
- 6) C<sub>1-4</sub>alkoxy,
- 7) aryl,
- 8) aryl C<sub>1-4</sub>alkyl,
- 9) heteroaryl,
- 10) hydroxy,
- 11) CF<sub>3</sub>, and
- 12) aryloxy;

R<sup>d</sup> and R<sup>e</sup> are independently selected from R<sup>a</sup>, C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>2-10</sub>alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R<sup>C</sup>;

or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

36. (New) The compound of Claim 35 wherein:

R<sub>1</sub> is selected from:

- 1) hydrogen,
- 2) C<sub>1</sub>-6alkyl,
- 3) C<sub>2</sub>-6alkenyl,
- 4) C<sub>2</sub>-6alkyl,yl,
- 5) C<sub>3</sub>-6cycloalkyl,
- 6) heterocycl,yl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR<sup>d</sup>Re,
- 10) -OR<sup>d</sup>,
- 11) -CO<sub>2</sub>R<sup>d</sup>,
- 10) -CN,
- 12) halogen;

where alkyl, alkenyl, alkyl,yl, cycloalkyl and heterocycl,yl are optionally substituted with one to four substituents selected from R<sup>a</sup>, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R<sup>b</sup>;

R<sub>2</sub> is selected from:

- 1) hydrogen,
- 2) C<sub>1</sub>-6alkyl,
- 3) C<sub>2</sub>-6alkenyl,
- 4) C<sub>3</sub>-6cycloalkyl,
- 5) aryl,
- 6) heteroaryl,
- 7) -CN,
- 8) -OR<sup>d</sup>, and
- 9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R<sup>b</sup>;

R<sub>3</sub> is selected from:

- 1) hydrogen,
- 2) C<sub>1</sub>-6alkyl,

- 3) aryl,
- 4)  $\text{-NR}^{\text{d}}\text{R}^{\text{e}}$ ,
- 5)  $\text{-OR}^{\text{d}}$ ,
- 6)  $\text{-SR}^{\text{d}}$ ,
- 7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from  $\text{R}^{\text{a}}$ , with the proviso that at least one of  $\text{R}_2$  and  $\text{R}_3$  is other than hydrogen;

$\text{R}^4$  is selected from:

- 1) hydrogen,
- 2) aryl,
- 3) heteroaryl,
- 4)  $\text{-NHR}^{\text{d}}$ ,
- 5)  $\text{-OR}^{\text{d}}$ ,
- 6)  $\text{-SR}^{\text{d}}$ ,
- 7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from  $\text{R}^{\text{b}}$ ;

$\text{R}^{\text{a}}$  is selected from:

- 1) hydrogen,
- 2)  $\text{-OR}^{\text{d}}$ ,
- 3) halogen,
- 4)  $\text{-NR}^{\text{d}}\text{R}^{\text{e}}$ ,
- 5)  $\text{-CN}$ ,
- 6)  $\text{CO}_2\text{R}^{\text{d}}$ ,
- 7)  $\text{CF}_3$

$\text{R}^{\text{b}}$  is selected from:

- 1)  $\text{R}^{\text{a}}$ ,
- 2)  $\text{C}_{1-3}$  alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from  $\text{R}^{\text{c}}$ ;

$\text{R}^{\text{c}}$  is selected from:

- 1) hydrogen,
- 2) carboxy

3) C<sub>1-3</sub>alkyl,

R<sup>d</sup> and R<sup>e</sup> are independently selected from R<sup>a</sup>, C<sub>1-4</sub>alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R<sup>c</sup>,

or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

37. (New) The compound of Claim 36 wherein:

R<sup>a</sup> is selected from:

- 1) hydrogen,
- 2) -CN,
- 3) halogen;

R<sup>b</sup> is selected from the definitions of R<sup>a</sup>.

38. (New) The compound of Claim 36 wherein:

R<sub>1</sub> is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH<sub>3</sub>,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH≡CH, and
- 9) hydroxyl,

wherein alkyl and heterocyclyl are optionally substituted with 1 or 2 substituents selected from R<sup>a</sup>, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R<sup>b</sup>.

39. (New) The compound of Claim 36 wherein:

R<sub>2</sub> is selected from:

- 1) hydrogen,
- 2) phenyl, which is optionally mono or di-substituted with a substituent selected from halo,  $-\text{CH}_3$  and cyano,
- 3)  $\text{CH}_3$ , ethyl, butyl,
- 4) bromo, chloro,
- 5)  $-\text{CN}$ ,
- 6)  $-\text{OCH}_3$ ,
- 7) pyridinyl, thienyl, and
- 8)  $-\text{CF}_3$ ,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from  $\text{R}^b$ .

40. (New) The compound of Claim 36 wherein:

$\text{R}_3$  is selected from:

- 1) hydrogen,
- 2)  $-\text{N}(\text{CH}_3)\text{CH}_3$ ,
- 3)  $\text{CH}_3$ ,
- 4) piperidinyl,
- 5)  $-\text{S}-\text{CH}_3$ ,
- 6)  $-\text{NCH}_2\text{CH}_3$ ,
- 7)  $-\text{OCH}_3$ ,
- 8)  $-\text{N}-\text{CH}_2$ -furanyl,
- 9)  $-\text{N}-\text{CH}(\text{CH}_3)_2$ ,
- 10)  $\text{CF}_3$ ,
- 11) phenyl,
- 12) chloro, and
- 13)  $-\text{NH}_2$ ,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from  $\text{R}^a$ .

41. (New) The compound of Claim 36 wherein:

$\text{R}_4$  is selected from:

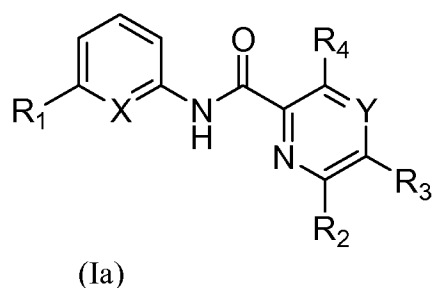
- 1) hydrogen,
- 2)  $-\text{NH}_2$ ,
- 3) hydroxyl,



- 4) -NH-pyridyl,
- 5) -S-CH<sub>3</sub>,
- 6) -N(CH<sub>3</sub>)<sub>2</sub>,
- 7) -N-C(O)-O-CH<sub>2</sub>C=CH<sub>2</sub>.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R<sup>b</sup>.

42. (New) The compound of Claim 35 of the Formula (Ia):



wherein:

R<sub>1</sub> is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH<sub>3</sub>,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH≡CH-Si(CH<sub>3</sub>)<sub>3</sub>,
- 9) -CH≡CH, and
- 10) hydroxyl;

R<sub>2</sub> is selected from:

- 1) hydrogen,
- 2) phenyl, optionally mono or di-substituted with a substituent selected from halo, -CH<sub>3</sub> and cyano,
- 3) CH<sub>3</sub>, ethyl, butyl,
- 4) bromo, chloro,
- 5) -CN,

- 6)  $-\text{OCH}_3$ ,
- 7) pyridinyl, thienyl, and
- 8)  $-\text{CF}_3$ ;

R<sub>3</sub> is selected from:

- 1) hydrogen,
- 2)  $-\text{N}(\text{CH}_3)\text{CH}_3$ ,
- 3)  $\text{CH}_3$ ,
- 4) piperidinyl,
- 5)  $-\text{S}-\text{CH}_3$ ,
- 6)  $-\text{NCH}_2\text{CH}_3$ ,
- 7)  $-\text{OCH}_3$ ,
- 8)  $-\text{N}-\text{CH}_2$ -furanyl,
- 9)  $-\text{N}-\text{CH}(\text{CH}_3)_2$ ,
- 10)  $\text{CF}_3$ ,
- 11) phenyl,
- 12) chloro, and
- 13)  $-\text{NH}_2$ ,

with the proviso that at least one of R<sub>2</sub> and R<sub>3</sub> is other than hydrogen;

R<sub>4</sub> is selected from:

- 1) hydrogen,
- 2)  $-\text{NH}_2$ ,
- 3) hydroxyl,
- 4)  $-\text{NH}$ -pyridyl,
- 5)  $-\text{S}-\text{CH}_3$ ,
- 6)  $-\text{N}(\text{CH}_3)_2$ ,
- 7)  $-\text{N}-\text{C}(\text{O})-\text{O}-\text{CH}_2\text{C}=\text{CH}_2$ ;

or a pharmaceutically acceptable salt thereof.

43. (New) The compound of Claim 42 wherein R<sub>3</sub> is hydrogen or methyl.

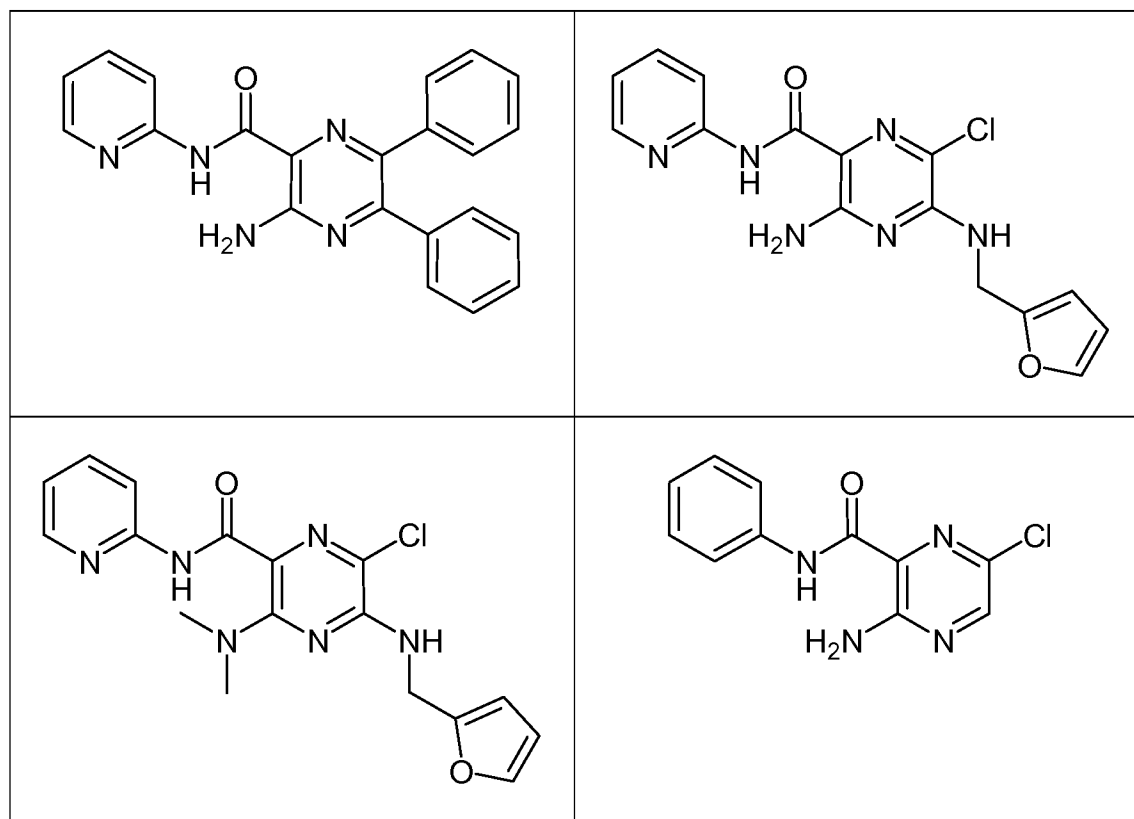
44. (New) The compound of Claim 42 wherein R<sub>4</sub> is hydroxyl,  $-\text{NH}_2$  or  $-\text{NH}$ -aryl.

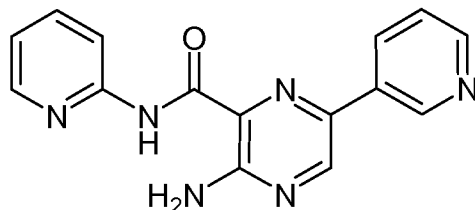
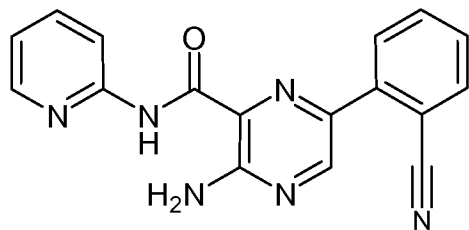
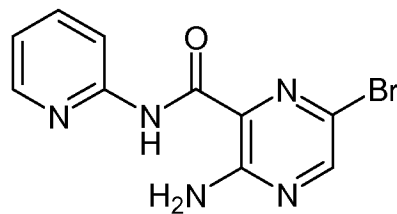
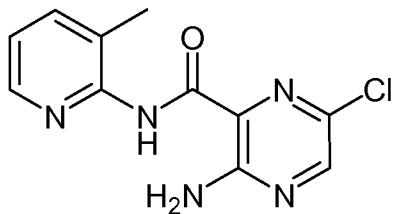
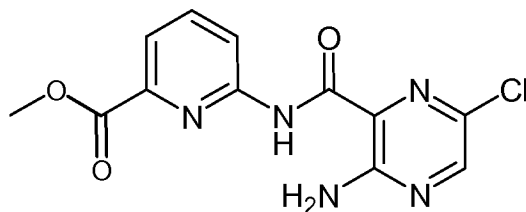
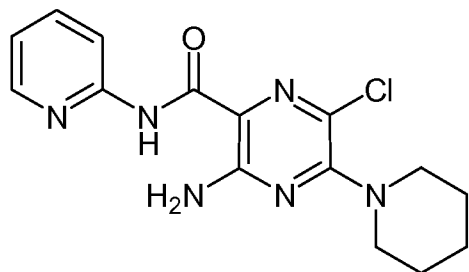
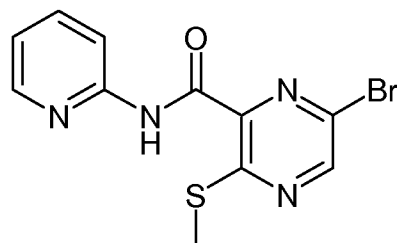
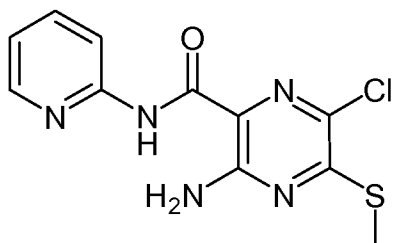
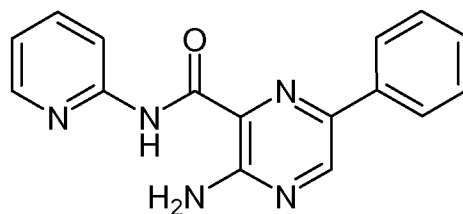
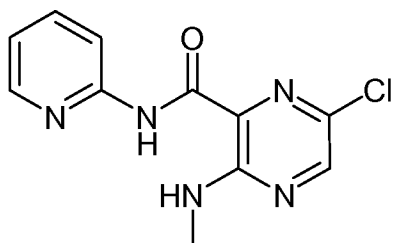
45. (New) The compound of Claim 42 wherein R<sub>2</sub> is halo or methyl.

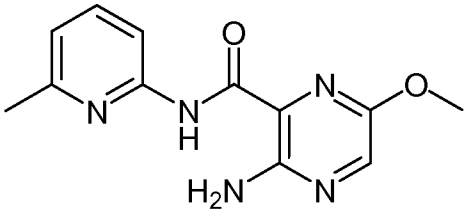
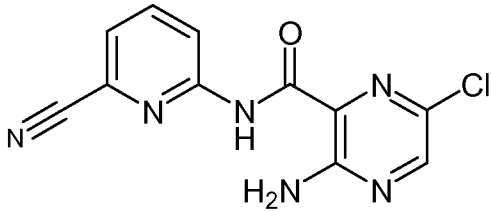
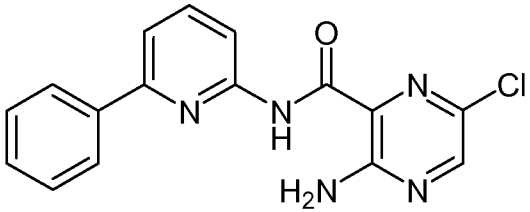
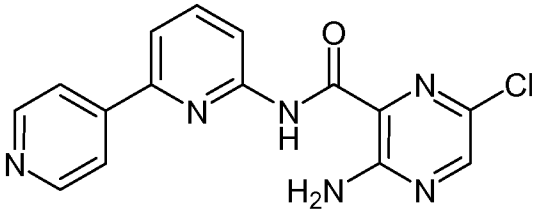
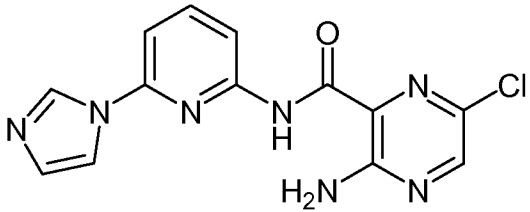
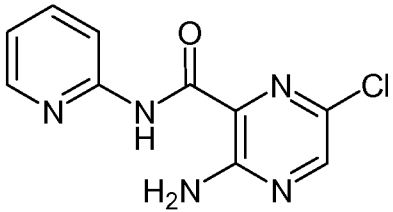
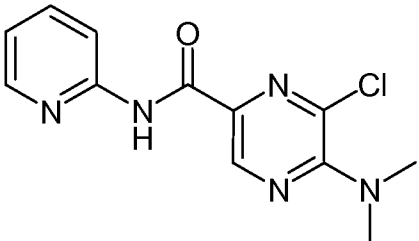
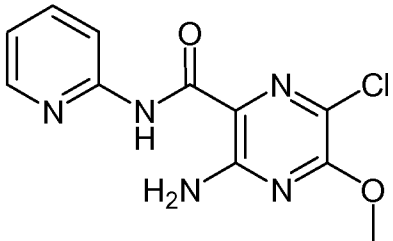
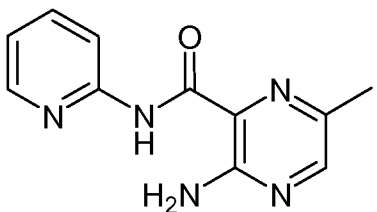
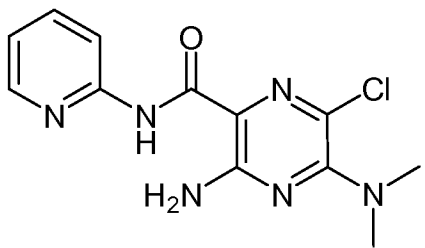
46. (New) The compound of Claim 42 wherein R<sub>1</sub> is hydrogen or methyl.

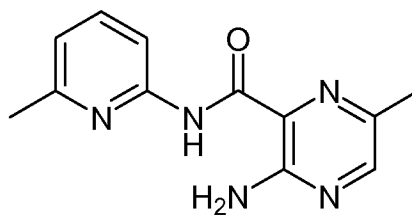
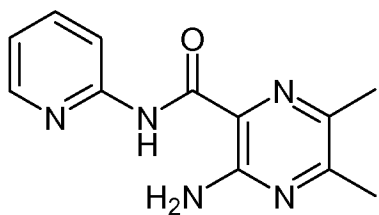
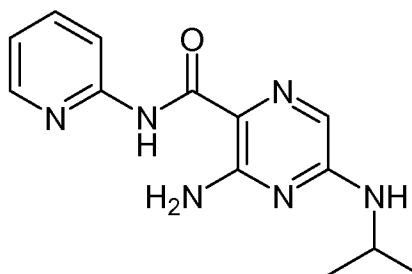
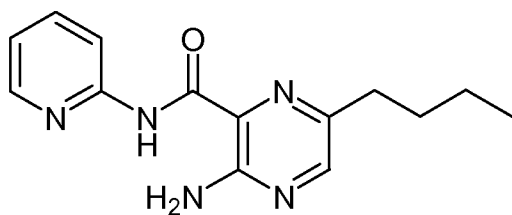
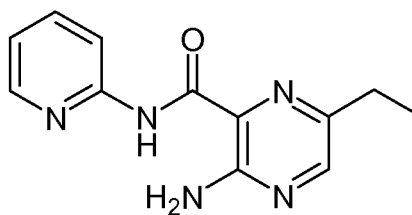
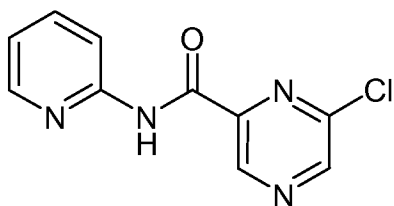
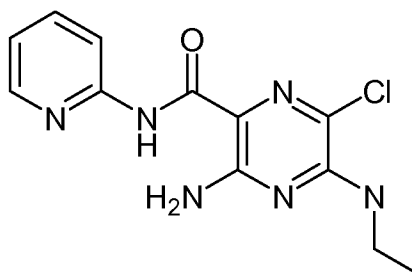
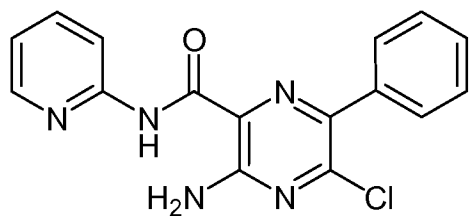
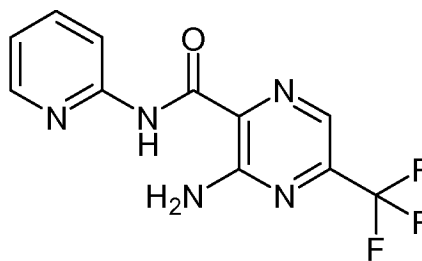
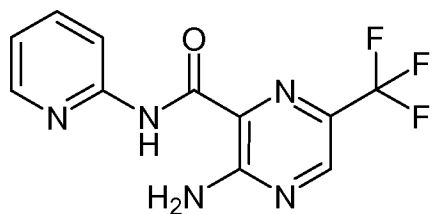
47. (New) The compound of Claim 42 wherein  
R<sub>1</sub> is hydrogen or methyl;  
R<sub>2</sub> is halo or methyl;  
R<sub>3</sub> is hydrogen or methyl; and  
R<sub>4</sub> is hydroxyl, -NH<sub>2</sub> or -NH-aryl.

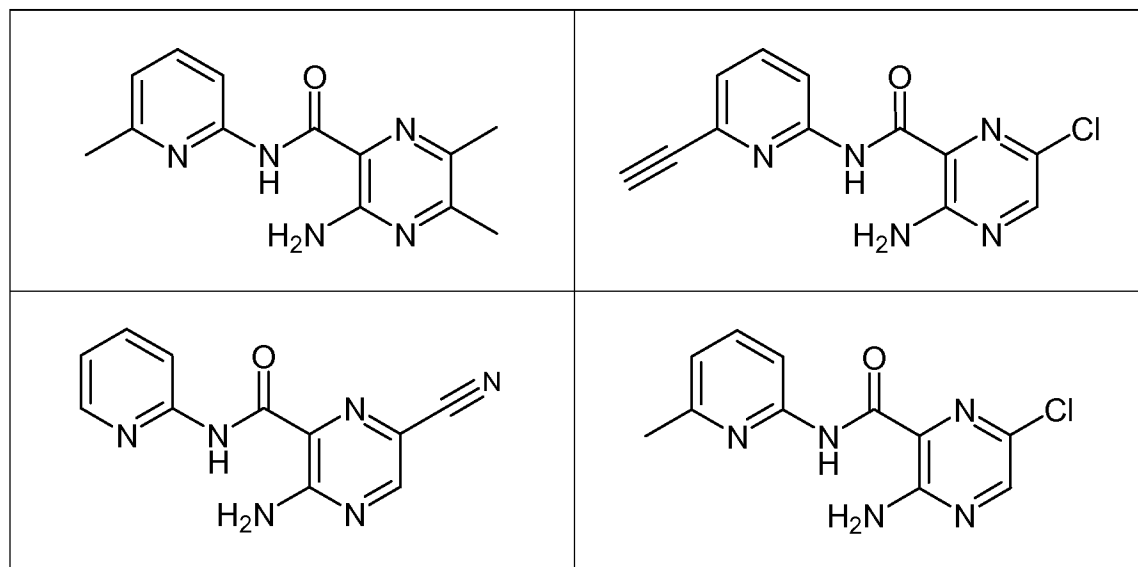
48. (New) A compound which is selected from the group consisting of:





 <chem>COc1nc(N)nc(C(=O)Nc2cc(C)ccn2)c1</chem>	 <chem>N#Cc1ccn(C(=O)Nc2nc(Cl)nc(N)c2=O)c1</chem>
 <chem>Clc1nc(N)nc(C(=O)Nc2cc(C1=CC=CC=C1)ccn2)c1=O</chem>	 <chem>Clc1nc(N)nc(C(=O)Nc2cc(C3=CC=CC=N3)ccn2)c1=O</chem>
 <chem>Clc1nc(N)nc(C(=O)Nc2cc(C3=CN=C3)ccn2)c1=O</chem>	 <chem>Clc1nc(N)nc(C(=O)Nc2ccncc2)c1=O</chem>
 <chem>CN(C)c1nc(Cl)nc(C(=O)Nc2ccncc2)c1=O</chem>	 <chem>COc1nc(N)nc(C(=O)Nc2ccncc2)c1=O</chem>
 <chem>Cc1nc(N)nc(C(=O)Nc2ccncc2)c1=O</chem>	 <chem>CN(C)c1nc(Cl)nc(C(=O)Nc2ccncc2)c1=O</chem>





or a pharmaceutically acceptable salt thereof.

49. (new) A pharmaceutical composition comprising the compound of Claim 35, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.